

790121

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

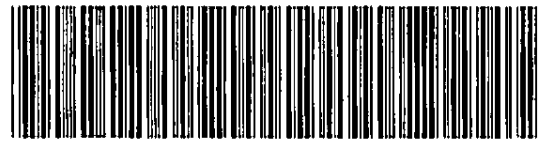
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500327514195

04/11/19--01012--022 **43.75

FILED
19 APR 11 PM 5:39
TALLAHASSEE, FLORIDA

APR 16 2019
S. YOUNG

Law Offices
REX P. COWAN
POST OFFICE BOX 857
WINTER HAVEN, FLORIDA 33882-0857

505 AVENUE A, NW (SUITE 200)
WINTER HAVEN, FLORIDA 33881

TELEPHONE: (863) 294-9433
TELECOPIER: (863) 299-2384
E-MAIL: rpc@lofrpc.com

April 9, 2019

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: Lake Wales Citrus Growers Association, Inc.
Document No.: 790121

Gentlemen:

Enclosed herewith in connection with the above-referenced matter, please find "Certificate" of adoption of Amended and Restated Articles of Incorporation; and, original and one copy of "Amended and Restated Articles of Incorporation" together with check in the amount of \$43.75.

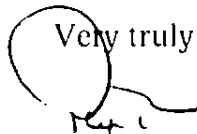
It would be appreciated if you would please file the enclosed original documents and return a certified copy of the Amended and Restated Articles of Incorporation" to me as follows:

Rex P. Cowan, Esquire
Post Office Box 857
Winter Haven, FL 33882-0857

For further information concerning this matter, please call: Rex P. Cowan, Esquire, at (863) 294-9433.

Thanking you for your usual kind, courteous and prompt consideration, I am

Very truly yours,



Rex P. Cowan

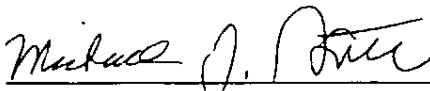
RPC:mjg
Enclosures


CERTIFICATE

WE, THE UNDERSIGNED, President and Secretary respectively of LAKE WALES CITRUS GROWERS ASSOCIATION, INC., of Lake Wales, Florida, a cooperative corporation organized and existing under Chapter 618, Florida Statutes, DO HEREBY CERTIFY that the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LAKE WALES CITRUS ASSOCIATION, a copy of which is attached hereto and made a part hereof were:

1. Approved by a vote of more than two thirds of all of the Directors of Lake Wales Citrus Growers Association, Inc. (the "Association") at a meeting duly called and held on December 16, 2016, at which time a quorum was at all time present and voting; and,
2. Adopted by majority vote of a quorum of the Members of the Association at a Special Meeting of Members duly called and held on December 16, 2016.

IN WITNESS WHEREOF we have hereunto set our hands and the seal of the Association on this the 5th day of April, 2019.


(Michael J. Smith, President)



(Ray Bassett, Secretary)

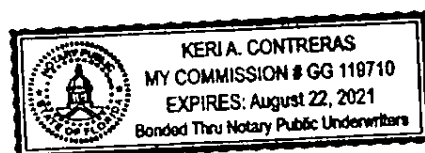
Corporate Seal

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, a Notary Public in and for the State of Florida, appeared MICHAEL J. SMITH, and RAY BASSETT, both personally known to me, and also known by me to be the President and Secretary respectively, of Lake Wales Citrus Growers Association, Inc., on behalf of the corporation, and are the persons who executed the foregoing instrument, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of April, 2019.


NOTARY PUBLIC
My Commission expires:



FILED
19 APR 11 PM 5:40
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKE WALES CITRUS GROWERS ASSOCIATION**

We, the undersigned, all of whom are engaged in the production of agricultural products as growers of citrus fruit do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative marketing association with capital stock, under Chapter 618, of the Statutes of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be Lake Wales Citrus Growers Association and is referred to in these Articles as the "Association".

ARTICLE II. PURPOSES

The purposes for which this Association is organized are to engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, processing, canning, packing, grading, warehousing, storing, handling, shipping or utilizing of citrus fruits, or any other agricultural product; or in the manufacturing or marketing of the by-products thereof, or in connection with any of the activities mentioned herein, in the manufacturing, purchasing, selling, hiring, or using of supplies, machinery or equipment; or in the financing of any of the above enumerated activities; or in performing business, or educational service on a cooperative basis for those engaged in agriculture as bona fide producers of citrus fruit or other agricultural products; or in any one or more of the activities specified herein. *Provided, always*, that this corporation shall not, during any fiscal year of its existence, deal in citrus fruit or any other agricultural products, handle machinery, equipment, or supplies, or perform services of any kind for and on behalf of persons who are not stockholders to an amount greater in value than such as are dealt in, handled or performed by it for and on behalf of its stockholders during the same period. This Association shall also have and enjoy each and all of the powers granted under Chapter 618 of the Florida Statutes not inconsistent herewith as well as any and all additional owners that may be hereafter granted by amendments thereto not inconsistent herewith.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be in the City of Lake Wales, Polk County, Florida, or such other place within the State of Florida as shall be designated by the Board of Directors of the Association.

ARTICLE IV. EXISTENCE

This association or corporation shall have perpetual existence unless sooner dissolved in the way and manner provided by law.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a board of not less than three Directors who shall be elected by the stockholders from among their own number at each annual meeting of the association, and except that duly authorized representative(s) of a corporation which owns stock may be elected as a Director. The number of Directors may be increased or decreased by the stockholders to any number not less than three at any annual meeting or at any special meeting called for that purpose. The Directors shall serve from the time of their election until the next annual meeting of the stockholders or until the election and qualification of their successors. When a vacancy on the Board of Directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, may fill the vacancy.

ARTICLE VI. CAPITAL

The total amount of capital stock in the Association is authorized to issue shall be Ten Thousand Dollars (\$10,000.0) divided into ten Thousand (10,000) Shares of Common Stock each having a par value of One Dollar (\$1.00) per share. This Association shall have only one class of stock being the common stock of the Association, and such stock shall be issued and sold only to persons who are producers of agricultural products or cooperative associations of such producers as defined in Section 618 of the Florida Statutes, who patronize the Association and are otherwise qualified in accordance with the bylaws of the Association. Such persons or organizations shall be considered members of this association and shall have and possess all of the voting power of the Association. Each stockholder shall be required to subscribe and pay for such quantity of the common stock as may be determined by the Board of Directors. No stockholder shall be liable for the debts of the Association to an amount exceeding the sum paid for such stockholder's capital

stock. No stockholder of this Association shall own more than one third of the outstanding common stock of this Association.

In the event of liquidation or dissolution of the Association in any manner, all monies and properties of the Association shall be deemed general assets, to be distributed and applied as follows:

FIRST: All the debts, liabilities and obligations of the Association shall be paid other than the obligation evidenced by the capital stock of the Association or other capital equity credits.

SECOND: After payment of the foregoing, all outstanding per unit retains or other capital equities as shown on the Books of the Association shall be retired in full or on a pro-rata basis.

THIRD: After payment of the foregoing, all outstanding capital stock of the Association shall be retired in full or on a pro-rata basis.

FOURTH: Members of the Association on December 15, 2016, shall share in the amount of capital equity credits issued to the Association by other organizations, including Citrus World (Florida's Natural Growers), before December 16, 2016 in proportion to each such Member's total patronage of the Association through December 15, 2016 *inclusive of* any increase (but exclusive of any decrease) in value having occurred following such date, in the proportion that these pre-December 16, 2016 capital equity credits bear to the total capital equity credits due the Association on the actual date fixed for their distribution.

FIFTH: Any balance remaining shall be distributed to current members of the Association on the basis of the member's patronage dating from December 16, 2016, over a period not to exceed twenty years. The Association's Board of Directors shall be, and hereby is, vested with the authority to modify this Paragraph FIFTH, through bylaw, to conform with the governing documents of any agricultural marketing cooperative association with which the Association may merge, join, or be acquired by in the future.

ARTICLE VII. MEETINGS, VOTING AND QUORUM

At all annual and special meetings of stockholders, each stockholder shall be entitled to one vote only regardless of the number of shares held by such stockholder, *provided, however,* that the bylaws of the Association may

provide for voting on any or all questions on a patronage basis. Stockholders shall have the right to vote by written proxy at both annual and special meetings. Cumulative voting shall not be permitted. Members holding one-third of the votes authorized to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of business at any annual or special meeting.

ARTICLE VIII. ANNUAL MEETING

The annual meeting of the stockholders of the Association shall be held at the office of the Association at such time and place as shall be fixed by the Board of Directors provided that not less than two weeks written notice of such time and place shall be given to each stockholder by mailing the same to the address shown in the stock book of the Association. The Board of Directors shall have the right to call a special meeting of the stockholders at anytime and the holders of ten percent of the authorized voting power of the Association may at any time file with the Directors a petition demanding a special meeting and stating the specific business to be brought before the Association at such special meeting. It shall thereupon become the duty of the Board of Directors to call such special meeting not more than five days after the receipt of the petition and to fix the date thereof at not more than twenty days after the filing of the same. Written notice of all special meetings, together with the statement of the purposes thereof, shall be mailed to each stockholder at least ten days prior to the meeting. No business shall be transacted at any special meeting except such as may be comprehended within the statement of the purposes thereof as mailed to each stockholder entitled to vote.

ARTICLE IX. OFFICERS

The Directors shall elect from their own number a President and a Senior Vice President. They shall also elect a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws, none of whom need be directors or stockholders. All such officers shall hold office during the pleasure of the Board of Directors, and shall have such powers and duties as may be conferred upon them by law or by the bylaws.

ARTICLE X. RESTRICTIONS ON TRANSFER

Neither the capital stock of this Association, nor any capital equity credits it may issue shall be transferable except to the Association upon redemption, and any purported transfer shall be deemed null, void and of no effect. The common stock of this Association may be held only by a producer of

agricultural products or a cooperative association of such producers who shall have been approved by the Board of Directors, and who shall have subscribed to the bylaws of the Association and executed its marketing agreement. Whenever any stockholder shall cease to qualify as a producer of agricultural products, or shall fail to comply with the bylaws, or with the marketing agreement of the Association, the voting power held by such stockholder shall immediately be suspended until such time as the Directors shall find by majority vote that such stockholder is again qualified to hold stock under these Articles of Incorporation. The property right of any stockholder shall not in any case be affected by such suspension of his voting power except that the Directors of the Association may call in and retire the common stock previously issued to and held by such stockholder. In such case the value of such stock shall be equitably and conclusively appraised by the Board of Directors of the Association at any amount no greater than par value and the same shall be purchased by the Association at such value within one year. In addition, the bylaws of the Association shall set out the manner, means and causes whereby membership in this Association may be terminated. This provision of the Articles of Incorporation shall be printed upon all certificates of capital stock of the Association.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose. An amendment must be approved by two thirds of the Directors and then adopted by the stockholders by a vote representing two-thirds of the total authorized votes at the time existing. It shall be the responsibility of the President and Secretary of the Association to cause a certificate of any such amendment to be recorded as provided by law.